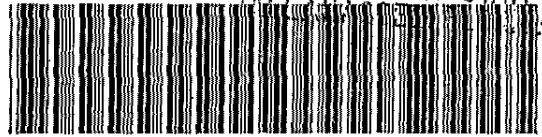


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09/17/04--01003--002 **160.00

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TALLAHASSEE, FLORIDA

Debra L. Kravitz, Paralegal

1108 Pinehurst
North Lauderdale, Florida 33304
(954) 907-2630

September 9, 2004

*Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314*

RE: Universal Consultants, LLC.

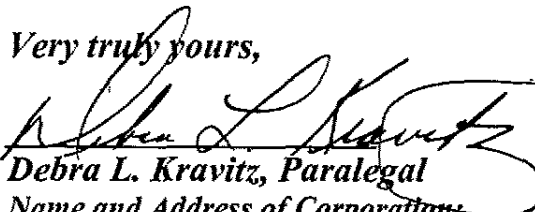
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 160.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Organization and Fee for Registered Agent Designation for the above named corporation.

Also enclosed is a self-addressed-stamped-envelope for your convenience.

Very truly yours,


Debra L. Kravitz, Paralegal

Name and Address of Corporation:

Universal Consultants, LLC.

1201 SE 23 Street #2

Ft. Lauderdale, FL 33316

ARTICLES OF ORGANIZATION OF UNIVERSAL CONSULTANTS, LLC.

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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SECRETARY OF STAT.
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be UNIVERSAL CONSULTANTS, LLC., and its principal office shall be located 1201 SE 23RD Street, #2, Ft. Lauderdale, Florida 33316, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law,

while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and performing any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by 1 manager. The name and address of the person who shall serve until the first annual meeting of members and/ or until elected and qualified are:

1. Elliott Caplan, 201 SE 23rd Street, # 2, Ft. Lauderdale, Florida 33316

**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent.
Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$ 1,000 cash shall be paid to the limited liability company by the 1 member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII
PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members at a date and time when a majority of the members call a meeting for the purpose of paying profits.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

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**ARTICLE VIII
DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 201 SE 23rd Street, #2, Ft. Lauderdale, Florida 33316, City of Fort Lauderdale, County of Broward, State of Florida, and the name of the company's initial registered agent at that address is Elliott Caplan.

The undersigned, being one of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of UNIVERSAL CONSULTANTS, LLC. Executed by the undersigned at a place and date reflected by one member's signature.

Date: 08-30-04

Signature: Elliott Caplan
ELLIOTT CAPLAN
201 SE 23RD Street, # 2
Ft. Lauderdale, Florida 33316

***CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE COMPANY OF PROCESS WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.***

***In pursuance of Florida Statutes, the following is submitted in
compliance with said sections: ELLIOTT CAPLAN desiring to organize under
the laws of the State of Florida with its principal office as indicated in the
Articles of Organization, at the City of Ft. Lauderdale, Broward County, State
of Florida, has named ELLIOTT CAPLAN, 201 SE 23rd Street, #2, Ft.
LAUDERDALE, FLORIDA, 33316, (954) 579-8148 as its agent to accept
service of process within this State.***

ACKNOWLEDGMENT:

Having been maned to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Sections relative to keeping open said office.

Elliot Caplan
ELLIOT CAPLAN

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